

CERTIFICATE OF ASSISTANT SECRETARY

I, ROBERT B. CORPENING, an Assistant Secretary of THE RAMO-WOOLDRIDGE CORPORATION, a Delaware corporation, do hereby certify that at a Special Meeting of the Board of Directors of said Corporation duly held on August 29, 1958, at which a quorum was present and acting throughout, the following resolutions were adopted and are now in full force and effect:

RESOLVED, that the form of proposed Merger Agreement presented to this meeting, providing for the merger of this Corporation into Thompson Products, Inc., an Ohio corporation, upon the terms and subject to the conditions stated therein be and the same hereby is approved, and that this Corporation by its Directors, or a majority of them, and under its corporate seal, enter into a Merger Agreement dated as of June 30, 1958, with Thompson Products, Inc., in such form; and further

RESOLVED, that a special meeting of the stockholders of the Corporation hereby is called to be held on Tuesday, September 30, 1958, at 9:00 o'clock A.M., Pacific Standard Time, for the purpose of considering and voting on

- (1) the adoption of the Merger Agreement, dated as of June 30, 1958, providing for the merger of The Ramo-Wooldridge Corporation into Thompson Products, Inc.;
- (2) any other proposal relating or incident to the proposed merger properly presented to the meeting;

and further

RESOLVED, that the stockholders of record at the close of business on August 30, 1958, hereby are designated as the stockholders entitled to notice of such special meeting and entitled to vote at said meeting or any adjournment thereof; and further

RESOLVED, that if the votes of the stockholders of this Corporation at said meeting or any adjournment thereof representing two-thirds of the total number of shares of its capital stock shall be for the adoption of said Merger Agreement, then the Secretary or any Assistant Secretary of this Corporation be and they each hereby are authorized, empowered and directed to certify such fact on said Merger Agreement under the corporate seal hereof, and the President or any Vice President and the Secretary or any Assistant Secretary of this Corporation be and they hereby are authorized, empowered and directed to sign on behalf of this Corporation said Merger Agreement so adopted and certified under the corporate seal hereof; and further

RESOLVED, that the proper officers of this Corporation be and each of them hereby is authorized, empowered and directed to file said Merger Agreement, so certified, or to cause the same to be filed, in the Office of the Secretary of State of Delaware and to cause to be filed in the Office of the Recorder of the County in Delaware in which the Certificate of Incorporation of this Corporation is recorded a copy of said Merger Agreement certified by such Secretary of State; and further

RESOLVED, that the proper officers of this Corporation are hereby authorized, directed and empowered, with the advice of counsel, to execute, deliver, file and record such documents, certificates and other instruments and to take such steps and to do all such acts as may be necessary or appropriate in their judgment to effect the merger of this Corporation into said Thompson Products, Inc., upon the terms and subject to the conditions stated in said Merger Agreement so adopted, certified and signed.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal  
of said Corporation this 30th day of October, 1958.

A handwritten signature in dark ink, appearing to read "Robert B. Long", is written over a horizontal line.

(Corporate Seal)